1412396

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPROVAL								
OMB Numb	er: 3235-0076							
Expires:	pril 30,2008							
Estimated average burden								
hours per re	sponse16.00							

SEC USE ONLY									
Prefix	Serial								
	·								
DATE RE	CEIVED								

A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) POTOMAC ANIMAL HEALTH CLINICS, INC. Address of Executive Offices (Number and Street, City, State, Zip Code) Ref 1 234-0056 Ref 2 234-0056 Ref 2 234-0056 Ref 3 234-0056 Ref 4 2 234-0056 Ref 5 2 234-0056 Ref 6 2 234-0056 Ref 7 2 234-0056 Ref 7 2 234-0056 Ref 7 2 234-0056 Ref 7 2 234-0056 Ref 8 2 234-0056 Ref 8 2 234-0056 Ref 8 2 234-0056 Ref 9 2 234-0056 Re	<u> </u>	4			indicate change.)	ent and name has changed, ar	fering (check if this is an amendme	Name of Offerin
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) POTOMAC ANIMAL HEALTH CLINICS, INC. Address of Executive Offices (Number and Street, City, State, Zip Code) Brief Description of Business Operations (Number and Street, City, State, Zip Code) Brief Description of Business Operations (Number and Street, City, State, Zip Code) Brief Description of Business Organization corporation business Household of Humited partnership, already formed business trust himited partnership, already formed business trust himited partnership, to be formed street. City State, Zip Code) Actual or Estimated Date of Incorporation or Organization: (Eitter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) Teneral Instructions Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 174(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after which it is due, on the date it was mailed by United States registered or certified mail to that address. Copies Required: Five (S) conies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually sign thotocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, a hotocopies of the manually signed copy or bear typed or printed signatures. Information Required: In a new filing the commission of the commission of a commission of the co	EIVED	RE		☐ ULOE	506 Section 4(6)	c 504 Rule 505 😿 Ru		
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) POTOMAC ANIMAL HEALTH CLINICS, INC. Address of Executive Offices (Number and Street, City, State, Zip Code) 1225 I Street, NW, Suite 900, Washingtoin DC 20005 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area (847) 234-0056 Telephone Number (Including Area (847) 234-0056) Telephon		7	11		TION DATA	A. BASIC IDENTIFIC		
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Brief Description of Business Acquisition of veterinary practices. Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed SEP g Actual or Estimated Date of Incorporation or Organization: OIB OIT Actual Estimated Durisdiction of Incorporation or Organization: CENTER two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, a thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the App not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities Administrator in each state view to be or heave been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper aim	Area Code)	(Including		•				
Acquisition of veterinary practices. Type of Business Organization	Área Code)	r (Includin	ne Number	Telephoi	ity, State, Zip Code)	(Number and Street,		
Type of Business Organization				 ,			ption of Business	Brief Description
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his notice and must be completed. ATTENTION	ate where sai er amount sh	or in each : in the proj	ministrato: on, a fee i	ecurities Adi the exempti	rate notice with the Selition to the claim for ance with state law.	ring on ULOE must file a se payment of a fee as a preco he appropriate states in acco	hat have adopted this form. Issuers rely have been made. If a state requires the his form. This notice shall be filed in the	This notice shall JLOE and that I are to be, or hav accompany this
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to	4- 4:1 -11					ATTENTI		

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director Executive Officer General and/or Beneficial Owner Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Smith, L. Peter Business or Residence Address (Number and Street, City, State, Zip Code) 1225 I Street, NW, Washington DC 20005 [Executive Officer Director Promoter Beneficial Owner L Check Box(es) that Apply: Full Name (Last name first, if individual) Wynne, Joseph Business or Residence Address (Number and Street, City, State, Zip Code) 1225 I Street, NW, Washington DC 20005 [7] Executive Officer. Promoter Director General and/or Check Box(es) that Apply: Beneficial Owner Managing Partner Full Name (Last name first, if individual) Kumnick, Jon F Business or Residence Address (Number and Street, City, State, Zip Code) 1225 I Street, NW, Washington DC 20005 Director Beneficial Owner Executive Officer General and/or Check Box(es) that Apply: Promoter Full Name (Last name first, if individual) Walters, William G Business or Residence Address (Number and Street, City, State, Zip Code) 1225 I Street, NW, Washington DC 20005 General and/or Executive Officer Director Promoter Beneficial Owner Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) O' Sullivan, Robert A Business or Residence Address (Number and Street, City, State, Zip Code) 1225 I Street, NW, Washington DC 20005 Executive Officer Beneficial Owner Director General and/or Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Sanchez, Eduardo Business or Residence Address (Number and Street, City, State, Zip Code) 1225 | Street, NW, Washington DC 20005 Beneficial Owner Executive Officer Director Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					B. I	NFORMATI	ON ABOU	T OFFERI	NG		•		
1.	Has the	issuer sold	l, or does th			ll, to non-ae						Yes	No X
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?	·····			\$	0
3.			permit joint									Yes ≅	No
4.	commission of the commission o	sion or sim on to be lis s, list the na	ion request ilar remuner ted is an ass ime of the b you may se	ration for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in the EC and/or	he offering. with a state		
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Ful	ll Name (l	Last name	first, if indi	ividual)									
Bu	siness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)		····				
Na	me of Ass	sociated Br	oker or De	aler		-, .					***		
Sta			Listed Has										· ·
	(Check	"All States	s" or check	individual	States)	***************************************			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	***************************************		☐ Al	l States
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Fu	II Name (Last name	first, if indi	ividual)	·								· · · · · · · · · · · · · · · · · · ·
Bu	siness or	Residence	: Address (?	Number an	d Street, C	City, State, 2	Zip Code)						
Na	me of As	sociated Bi	oker or De	aler	. =								
Sta	ites in Wh	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		· ·			<u>.</u>	<u>. </u>
			s" or check								***************************************	☐ Al	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	3	\$
	Equity		
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	•	\$
	Partnership Interests		
	•		
	Other (Specify)	2.000,000.00	• 0.00
		<u> </u>	<u> </u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Appropria
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$_25,000.00
	Legal Fees		\$_150,000.00
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Placement Agent Fee		\$ 187,000.00
	Total	_	\$ 362,000.00

	C. OFFERING PRICE, N	UMBER OF INVE	STORS, EXPEN	SES AND US	E OF PROCEEDS	
	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	— Question 4.a.	This difference is	the "adjuste	d gross	\$ <u>1,638,0</u> 00
5.	Indicate below the amount of the adjusted gross each of the purposes shown. If the amount for check the box to the left of the estimate. The total	any purpose is n	ot known, furni	sh an estima	ite and	
	proceeds to the issuer set forth in response to I	art C — Question	i 4.b above.	· the adjuster	a <u>B</u> 1 035	
	•				Payments to	
			•	•	Officers, Directors, &	Payments to
				:	Affiliates	Others
	Salaries and fees			, Y		
	Purchase of real estate					
					-	
	and equipment		.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	4 .		- D\$
	Construction or leasing of plant buildings and	facilities	.,,	·	🗀 \$	
	Acquisition of other businesses (including the offering that may be used in exchange for the a issuer pursuant to a merger)	ssets or securities	of another	~	[] \$	1,638,00
	Repayment of indebtedness	•••••	······································			. 🗆 \$
	Working capital		······			. D\$
	Other (specify):	 	• •	••	[] \$	- 🗆 \$
				·		. 🗆 \$
	Column Totals			•		
	Total Payments Listed (column totals added)		•			
sig	e issuer has duly caused this notice to be signed by nature constitutes an undertaking by the issuer to information furnished by the issuer to any non-a	the undersigned du furnish to the U.S.	ily authorized p	erson. If this Exchange C	notice is filed under Ru ommission, upon writte	ile 505, the following
	uer (Print or Type)	Signature	2	, 2	Date	11 0007
PC	OTOMAC ANIMAL HEALTH CLINICS, INC.				Septembe	4 ,2007
Na	me of Signer (Print or Type)	Title of Signe	r (Print or Type	e) 🧃 ·		
_	ardo Sanchez	Director			: ·	

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No K
See Appendix. Column 5, for state response.		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
POTOMAC ANIMAL HEALTH CLINICS, INC.		Suprember 4.2007
Name (Print or Type)	Title (Print or Type)	J
Eduardo Sanchez	Director	:

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

L				AI	PPENDIX				
I	Intend to non-a investor	to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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	Intend to non-a investor	2 I to sell accredited s in StateItem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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]	to non-a	d to sell accredited rs in State 3-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		under St (if yes explan waiver	lification late ULOE , attach lation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Āmount	Yes	No
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